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AND
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LLP
LAWYERS

E-Filed on September 26, 2006

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Attorneys for Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

Case Nos.:
BK-S-06-10725-LBR
BK-S-06-10726-LBR
BK-S-06-10727-LBR
BK-S-06-10728-LBR
BK-S-06-10729-LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

In re:
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,

Debtor.

JOINTLY ADMINISTERED
Chapter 11 Cases

Judge Linda B. Riegle Presiding

In re:
USA CAPITAL FIRST TRUST DEED FUND,
LLC,

Debtor.

**AMENDED SECOND MONTHLY FEE
STATEMENT OF LEWIS AND ROCA
LLP, COUNSEL TO THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS FOR USA
COMMERCIAL MORTGAGE
COMPANY**

In re:
USA SECURITIES, LLC,

Debtor.

Affects:
☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC



Lewis and Roca LLP hereby submits its Second Monthly Fee Statement pursuant to the procedures set forth in the Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses as Professionals.

By way of this Interim Statement, Lewis and Roca requests payment of Interim Compensation for services rendered and reimbursement of expenses incurred during the period from August 1, 2006 through August 31, 2006 from USA Commercial Mortgage Company. Lewis and Roca seeks payment of: (1) interim compensation in the amount of \$82,027.60 representing 80% of the total fee of \$102,534.50 for professional services rendered during the statement period; and (2) interim reimbursement of expenses in the amount of \$13,635.35 representing 100% of the expenses occurred during the statement period.

This document amends the filing of docket entry 1363.

Dated September 26, 2006.

LEWIS AND ROCA LLP

By /s/ RC (#006593)

Susan M. Freeman, AZ 4199 (pro hac vice)

Rob Charles, NV 6593

*Attorneys for Official Unsecured Creditors' Committee
for USA Commercial Mortgage Company*



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86-0095078

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ACCT. NO. 46533-00001

September 25, 2006

Invoice No.

779494

Unsecured Creditors Committee of USA Commercial Mortgage Company

Attn: Donald R. Walker

9209 Eagle Hills Drive

Las Vegas, NV 89134-6109

LEGAL SERVICES RENDERED THROUGH AUGUST 31, 2006

USA Commercial Mortgage Corp Unsecured Creditors
Committee

B110 CASE ADMINISTRATION

08-01-2006	S. Freeman E-mails regarding conference call today (.1); review complaint from similar case and send e-mails regarding same (.3); review debtor e-mail regarding exclusivity extension and asset and sale analysis underway (.1) conference call with professionals for all committees regarding exclusivity and plan/sale issues (1.3); revisions to draft e-mail with Mr. M. Levinson and send (.2); check deadlines and send reminder regarding lease assumption issue (.1)	2.1	1,071.00
08-01-2006	R. Charles Read memos from Mr. M. Livingston and counsel on meeting on sale process (.2); follow up on New Jersey litigation in bankruptcy court on a Ponzi scheme (.1); work on committee contact information with Ms. M. Schoenike (.1); read memos from Ms. N. Tanner on document proposals and recommendations (.1); note proposals on documents project (.1); note amended Rule 2019 statement by Ms. Alf and Mr. LePome; note updated calendar (.1); read memo from Ms. A. Jarvis on plan process and bidding (.1); read memo from Ms. A. Jarvis on Florida loan issues (.1); read memo from Ms. S. Freeman on exclusivity extension and meeting from all committees (.1); work with Ms. Tanner on document project and recommendation (.2)	1.2	462.00
08-01-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.3	16.50



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08-01-2006	M. Schoenike Obtain adversary complaint in similar case and e-mail to counsel	0.2	36.00
08-01-2006	N. Tanner Review additional vendor proposals and forward same; telephone calls with Mr. Charles and Mr. Kotter regarding vendor evaluation and selection process; follow up emails regarding same.	1.5	240.00
08-02-2006	S. Freeman E-mails to and from other committees' professionals re debtor response to joint e-mail (.2); telephone to A. Jarvis (message re same) (.1); telephone to M. Thacker re arrangements for meeting on assets (message) (.1); respond to e-mail re issues in litigation analysis (.2); e-mail to M. Levinson re joint interest agreement, and read response (.1); analyze research results with M. Ruth and request additional search (.3); respond to T. Burr e-mail re meeting issues (.1); follow-up e-mails on research results (.2)	1.3	663.00
08-02-2006	R. Charles Work with Mr. Ted Burr on meetings in LV concerning plan and sale issues and separate meeting with Diversified on USA Investment Partners and litigation issues (.2); work on listing of orders from Ms. M. Schoenike for website (.2); read and forward request from Mr. D. Walker on appraisals (.1); read memo from Ms. Freeman on exclusivity extension and meeting (.1); work with Mr. M. Levinson and Ms. S. Freeman on joint interest privilege for meetings (.1); note Mr. LePome's amended rule 2019 statement; read Mr. LePome's motion requesting immediate distribution and suggestions of hearing on August 31 (.1); read errata to Mr. LePome's motion (.1); work on order approving forbearance on four HFA loans (.1); work with Ms. L. Treadway and Mr. B. Kotter on documents project (.2); read and approve order on continued interim employment of Debtors' professionals (.1); read memo from Mr. Tucker on sale issues (.1); work with Mr. McKirgan on preparation for the litigation meeting; read memo from Mr. Michael Tucker and coordinate meeting (.1); return call to Mr. J. Bauer re committee issues (.2); read memo from Mr. Bauer on bylaws and confidentiality agreement and draft memo to Ms. M. Schoenike (.1); prepare for meetings and hearings in Las Vegas (.3)	2.1	808.50
08-02-2006	C. Jordan	0.3	16.50



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	Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)		
08-03-2006	S. Freeman Review draft demand letter and suggest changes (.2); review new filings (.4)	0.6	306.00
08-03-2006	R. Charles Read claims objections and note hearings (.2); meet via calls with counsel and financial advisers for the committees on communications and negotiations with Debtors on sale, plan and related issues, arranging the meeting with counsel (2.1); during and after meetings read Debtors' report of status and agenda (.1); read application for approval and to shorten time on Fertitta advance (.1); read FTD sur-reply (.2); read Diversified's motion to strike FTD sur-reply (.1); read memo from Ms. L. Treadway on documents project and declaration by Mr. T. Allison in support of motions (.2); read Debtors' reply on use of cash and budget (.2); read reply on Distribution Motion (.2); read reply on interim compensation procedures (.1); read memo from Mr. M. Tucker on the \$9 million issue; read memo from Mr. B. Kotter on documents project (.1); travel with Messrs Levinson and Herman to meeting with Debtors and committees and continue discussing during ride (.4); meet with Mr. Allison, Ms. Smith, Mr. Merola and Ms. Pajak, Ms. Carlyon, Mr. Burr, Mr. Nugent, Mr. Garman on plan, sale and overall issues (3.3)	5.9	2,271.50
08-03-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.5	27.50
08-03-2006	M. Schoenike Update list of Substantive Orders, e-mail to Mr. R. Charles re posting to Committee Website (.5); review docket, obtain notice of hearing, update calendar (.4); prepare By-Laws and Confidentiality Agreement for John Bauer signature (.2); letter to Mr. Bauer attaching By-laws, Confidentiality Agreement and request for his signature (.2); prepare notes of August 2, 2006 meeting (1.9)	3.2	576.00
08-04-2006	S. Freeman Telephone from Mr. R. Charles re hearing results and strategy going forward	0.2	102.00
08-04-2006	R. Charles	8.6	3,311.00



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Prepare for and attend hearings on distribution motion, employment of Sierra, stay relief and related motions, and cash management motion, before, between breaks and after hearing, discussions with client, counsel and interested parties (7.1); work with Ms. S. Freeman on results of hearing and follow up (.3); draft memo to Ms. M. Schoenike on order re Sierra employment (.1); read memo from Mr. S. Sherman and skim draft opposition to Standard Property Development stay relief motion by First Trust Deed committee and work with Ms. S. Freeman on joinder in same (.2); read Debtors' opposition to Weddell stay relief motion (.1); skim opposition to Standard Property Development stay relief motion by Debtor (.1); direct joinder on two stay relief oppositions (.1); read order shortening time and notice of hearing on Fertitta application; work with Ms. L. Treadway on documents project (.2); work on inquiry from Mr. R. Ogren (.2); work on minutes of committee meeting (.1); call to Mr. D. Walker on meeting in Los Angeles and related issues (.1)

08-04-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.6	33.00
08-04-2006	M. Schoenike Review United States Bankruptcy Court Calendar of Events/update calendar (.3); review Request for Notice, update Master Service List (.2); e-mail to accounting and to Ms. S. Freeman and Mr. R. Charles re submission of draft invoice (.2)	0.7	126.00
08-05-2006	R. Charles Correspondence on meeting at Stutman on plan issues (.1); read amended motion on Fertitta and draft memo to Mr. D. Walker on non-opposition (.1); read memo from Mr. S. Strong on potential buyer list and draft memo to Mr. Burr on same (.1); forward information requested to Mr. Walker; read memo from Ms. S. Freeman and work on demand letter to Mr. T. Allison on fraudulent transfer claims (.2); read Mr. Gilloon's response to FTD suggestion as to surcharge (.1); draft memo to Ms. A. Jarvis on sect. 365d4 deadline (.1); read memos from direct lenders (.1)	0.8	308.00
08-05-2006	R. Charles Read memo from Ms. M. Schoenike and work on order for Sierra employment	0.1	38.50
08-06-2006	R. Charles	0.6	231.00



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	Read memo from Mr. M. Levinson and read memo from Mr. G. Garman on meeting attendance (.1); read summary of Hilco appraisals and work with Mr. D. Walker on additional issue (.2); read memo from Ms. C. Carlyon on document proposal (.1); work with Mr. Walker on reformatted loan summary (.2)		
08-07-2006	R. Charles Work with Mr. Don Walker on interpleader	0.1	38.50
08-07-2006	M. Schoenike Review e-mail from Mr. Rob Charles re posting list of Substantive Orders, e-mail to BMC website re same	0.2	36.00
08-08-2006	R. Charles Read memo from Mr. D. Walker (.1); read memo from Mr. T. Burr re newspaper publicity (.1); read memo on dial in for hearing on Fertitta motion (.1); work with Ms. S. Freeman on hearing and committee agenda (.1); continue advice to Mr. Walker on interpleader (.1); return call to Mr. P. Lennon in Tampa on loan (.1); attend via phone the expedited hearing on Fertitta completion loan (.7); read memo from Ms. Freeman on insert into the agenda (.1); read memo from Ms. Schoenike on interim fee applications (.1)	1.6	616.00
08-09-2006	R. Charles Work with Ms. J. McPherson on stipulations to extend sect. 365d4 deadline on leases; read memo from Mr. L. Schwartzer on Nevada Mortgage Lending position on Fertitta loan	0.1	38.50
08-10-2006	S. Freeman Review proposed Buyer 1/Nevada State Bank screening procedure (.1); telephone to Mr. R. Charles re acceptance of same, and responding to their counsel (.1)	0.2	102.00
08-10-2006	R. Charles Read memo from Mr. M. Bloom and respond as to Greenberg Traurig's representation of Nevada State Bank and Buyer 1 (.1); work with Ms. S. Freeman on pending issues (NO CHARGE)	0.1	38.50
08-12-2006	R. Charles Draft memo to Mr. S. Strong on all committees agenda; forward dial in information to Mr. D. Walker and Mr. T. Burr (.1)	0.1	38.50



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08-14-2006	S. Freeman Read emails regarding meeting on IP collections and calendar, and regarding fees	0.2	102.00
08-14-2006	R. Charles Prepare for and meet with all committees, debtors and professionals (1.0); discuss strategy with Ms. S. Freeman (.2); read debtors' motion to reject personal property leases and notice of hearing (.1) ; telephone call from Mr. T. Burr on information issues with Mesirow, sale, meetings, and related topics (.3); work with Ms. C. Carlyon on court scheduling (.1); prepare for hearings (.4)	2.1	808.50
08-14-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.5	27.50
08-15-2006	R. Charles Prepare for and meet with Diversified counsel, financial adviser, chair, with Mr. D. Walker and Mr. T. Burr re IP, plan issues during meeting include Ms. S. Freeman and Mr. M. Tucker (2.1); during those meetings meet with Buyer 2 representatives via phone and in person (1.2); and after Buyer 2 call, conclude meeting with Diversified on IP, plan and related issues (.9)	4.2	1,617.00
08-16-2006	R. Charles Prepare for and attend hearings on stay relief, distribution motion and request for information, discussions before and after hearings with counsel (2.7) ; meet with Ms. A. Jarvis, Ms. S. Smith and another Mesirow person at USA Capital offices on plan, distribution motion, IP and other issues (1.4); discuss issues on sale briefly with potential buyer representatives (.3)	4.4	1,694.00
08-16-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.3	16.50
08-16-2006	M. Schoenike Read e-mails received (.3); review, identify documents received for filing (.4); update calendar (.2)	0.9	162.00
08-17-2006	S. Freeman Review financial statements and analyses on USACM from T. Burr	0.3	153.00



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08-17-2006	R. Charles Work with Mr. M. Tucker on issue of holdback vis a vis principal or interest on repaid loans (.1); work on order for future scheduling (.1)	0.2	77.00
08-18-2006	S. Freeman Read e-mails re financial analysis (.1); read e-mail notes of hearing (.1)	0.2	102.00
08-18-2006	R. Charles Read memo from Mr. S. Sherman on procedures order (.1); read memo from Ms. B. Higgins and revisions on the proposed use of cash order (.1); read updated calendar of events (.1)	0.3	115.50
08-18-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.4	22.00
08-18-2006	M. Schoenike Telephone from Ms. P. Rieger re Committee meeting and Committee information (.2); review hearing notes, update calendar (.5)	0.7	126.00
08-21-2006	R. Charles Work with all committees and debtors on meeting to follow up on plan and sale discussions (.1); read memo from Ms. L. Treadway on document project and read memo from Mr. G. Gordon on same and work on dissemination of files (.1); read memo from Mr. Gordon on same; review and approve order on distribution motion and amended case management order (.1); read memo from Ms. C. Carlyon on documents project ; read memo from Mr. T. Burr on information requests (.1)	0.3	115.50
08-21-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.5	27.50
08-21-2006	M. Schoenike Prepare for, take notes for Committee meeting (3.5) (NO CHARGE); e-mail to Mr. R. Charles re Robert Hagmaier vote (.1)	0.1	18.00
08-22-2006	S. Freeman Read e-mails and proposed mark-ups of release order	0.1	51.00



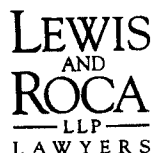
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08-22-2006	R. Charles Read memo from Ms. L. Treadway and read memo from Ms. C. Carlyon on document imaging project (.1); work on order as to ordinary course releases and distribution of proceeds (.3); draft memo to Ms. A. Jarvis on USA Securities E&O policy and claim (.1); conclude work on order and draft memo to counsel (.3)	0.8	308.00
08-22-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.6	33.00
08-22-2006	M. Schoenike E-mail to Mr. R. Charles re administrative order, review proposed order (.2); work on minutes of Committee meeting (1.0)	1.2	216.00
08-23-2006	R. Charles Read memo from Ms. E. Karasik and read memo from Mr. S. Strong and draft memo to debtors on all committees call (.1); prepare for and participate in all committees and debtors' call (1.4)	1.4	539.00
08-23-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.4	22.00
08-23-2006	M. Schoenike Review e-mail re distribution of funds to DL's (.1); work on Minutes of August 21st meeting (1.4); obtain, review and edit Master Service List for new updates (.3); meet with document support re preparation of claim v. schedule analysis chart (.3)	2.1	378.00
08-24-2006	R. Charles Work on documents project with Ms. L. Treadway (.1)	0.1	38.50
08-24-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.3	16.50
08-24-2006	M. Schoenike	1.0	180.00



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	Review All Committee Call memo received from Mr. Rob Charles (.2); telephone from USA Capital re letter to investors, telephone call to Mr. Rob Charles and response to USA Capital (.3); review, docket, file and serve Notice of Continuing Objection to Motion for Payment of Proceeds of Notes Secured by Deeds of Trust Without Reduction for Netting (.5)		
08-25-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.3	16.50
08-25-2006	M. Schoenike Telephone from document support re status of claims analysis project (.1); draft Certificate of Service of Notice (.2); review, identification of documents received for filing (.3); work on claims analysis (3.3)	3.9	702.00
08-28-2006	R. Charles Work with Ms. S. Freeman on issues for the August 31 hearing after reading court's calendar	0.1	38.50
08-28-2006	M. Schoenike Obtain, review United States Bankruptcy Court calendar, e-mail to counsel (.2) e-mail to Ms. S. Freeman and Mr. R. Charles re documents for hearing (.1)	0.3	54.00
08-29-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.5	27.50
08-29-2006	M. Schoenike Review e-mail from Mr. R. Charles re bids	0.1	18.00
08-30-2006	S. Freeman Read several e-mail exchanges re form of order for hearing tomorrow (.1); participate in conference call of debtors and all committees' professionals re sale and distributions issues (2.3); telephone to Mr. R. Charles re J. Gordon position and Mesirow costs issue (.2); work on distribution order revisions (.7)	3.3	1,683.00
08-30-2006	S. Freeman Read T. Burr e-mail re Mesirow accounting issues (.1); debtors-all committees conference call re sale, exclusivity, distribution order (1.3); review e-mail and draft order re exclusivity response and revisions (.1)	1.6	816.00

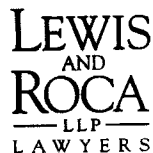


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08-30-2006	R. Charles Prepare for and participate in all committees and debtors' professionals call on distribution order, sale, plan and other pending issues, during the call read and approve the orders on ordinary course of business releases and approving operating budget (1.4); prepare for and participate in all committees and debtors call re sale and plan (.8)	2.0	770.00
08-30-2006	M. Schoenike Committee meeting conference call (1.6 (NO CHARGE); hearing preparation for Ms. S. Freeman, including notebook and index (1.6); prepare minutes of meeting (1.2)	2.8	504.00
08-31-2006	R. Charles Work with Ms. S. Freeman on motion requested by Judge Riegler as to the holdback issues and with a brief summary of the decisions in court (.2); work with Mr. D. Walker on confidentiality issues (.1)	0.2	77.00
08-31-2006	C. Jordan Obtain copy of pleadings for attorney review; Circulate copy of pleadings for attorney review (NO CHARGE)	0.6	33.00
08-31-2006	M. Schoenike Review, identification documents received for filing for all deadline, response/reply dates (.3); work on claim review for preparation of analysis (1.5)	1.8	324.00
TOTAL FOR TASK CODE B110		74.3	23,581.50

B120 ASSET ANALYSIS/RECOVERY

08-08-2006	S. Meskell Receipt and review of minutes and agenda to prepare for upcoming Committee meeting (NO CHARGE)	0.6	0.00
08-09-2006	S. Meskell Attend Committee Meeting to record minutes, prepare draft of minutes (NO CHARGE)	5.8	0.00
08-15-2006	R. Charles	0.1	38.50



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Read memo from Mr. M. Kavarda on information needed to analyze the impact of the \$9 million issue on the First Trust Deed Fund

08-18-2006	R. Charles	1.0	385.00
	Work on the project for scanning and making available in electronic form Debtors' critical documents, and start on the loan binders with a memo to the interested parties, and add the issue of email (.4); return call to Mr. D. Harkey on servicing agreement (.3); read response by FTDF committee on Mr. LePome's motion for a determination on netting (.1); work with Ms. Treadway on scanning project (.1); read memo from Ms. Treadway re same (.1)		
08-23-2006	R. Charles	1.0	385.00
	Call to Mr. M. Levinson on the follow up on collection of USAIP assets (.1); analyze July loan summary report as to collections, servicing fee, changes and prepaid interest (.3); work with Mr. M. Levinson son follow up on USAIP, plan, sale and related issues (.6)		
08-27-2006	R. Charles	0.1	38.50
	Respond to inquiry from Ms. E. Karasik on servicing fee issue (.1)		
08-28-2006	S. Freeman	0.2	102.00
	Review Mr. T. Burr 13-week cash flow analysis		
08-28-2006	R. Charles	0.2	77.00
	Draft memo to Mr. R. McKirgan on USA Securities D&O policy (.1) ; read memo from Mr. T. Burr on asset collection issues (.1)		
	TOTAL FOR TASK CODE B120	9.0	1,026.00

B130 ASSET DISPOSITION

08-01-2006	R. Charles	1.7	654.50
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Read memo from Mr. T. Burr on sale issues and recommendation (.1); read memo from Mr. M. Kvarda on term sheet needed (.1); prepare for and participate in all committees call on sale issues (.9); work on agenda and minutes for the Committee's Wednesday meeting (.5); work with Ms. M. Schoenike on information for the committee's Wednesday meeting (.1)

08-03-2006	S. Freeman Return M. Tacker call re meeting (.1); e-mail from A. Jarvis re meeting on sale issues (.1); e-mail from M. Levinson re same and respond (.1); participate in all-committee call re sale issues (.3); follow-up e-mails re same (.1)	0.7	357.00
08-07-2006	R. Charles Read memo from Ms. A. Jarvis re buyer term sheet (.1); work with Mr. T. Burr on sale issues (.1)	0.2	77.00
08-08-2006	R. Charles Read memo from Mr. Burr on sale process (.1); read memo from Ms. A. Jarvis with a new proposal and forward with comments to Messrs. Walker and Burr (.1)	0.2	77.00
08-09-2006	S. Freeman Read on Buyer 2 offer (.3); return call from S. Kahn of Buyer 2 (.2); evaluate response with R. Charles (.2)	0.7	357.00
08-14-2006	S. Freeman Emails regarding participating in meeting re asset sales (.1); Telephone from M. Levinson regarding same (.1)	0.2	102.00
08-14-2006	R. Charles Telephone call from representatives of Buyer 2 on meeting and offer (.1); read memo from Mr. S. Khan and correspond to arrange meeting (.1)	0.2	77.00
08-15-2006	S. Freeman Read emails regarding sale issues bid analysis (.2); conference call UCC, Diversified Buyer 2 (.3); Conference call with Diversified professionals to evaluate offers (.4); Conference call with Diversified committee regarding pending issues (1.0); Second call regarding same (.7)	2.6	1,326.00
08-15-2006	R. Charles	0.3	115.50



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	Telephone call from Mr. T. Hansen on possible interest in assets (.1); read memo from Ms. A. Jarvis on dissemination of term sheets (.1); read memo from Mr. Hansen and forward to Mr. B. Fasel and Mr. J. Reed of Mesirow (.1)		
08-16-2006	R. Charles Telephone call from Mr. M. Bloom for Buyer 1	0.2	77.00
08-16-2006	R. Charles Work with Mr. D. Cooney for buyer on offer	0.1	38.50
08-18-2006	R. Charles Return call to Mr. M. Bloom for potential buyer on offer and access to IP issues (.3); draft memo to Mr. M. Bloom on balance sheet (.1)	0.4	154.00
08-21-2006	S. Freeman Review revised asset list for potential sale	0.1	51.00
08-21-2006	R. Charles Draft memo to committee counsel, Debtors and Mesirow on USACM assets for sale after revising same (.2); read memo from Mr. T. Burr with revision (.1)	0.3	115.50
08-22-2006	S. Freeman Read several e-mails re sale issues for committee, and valuation of assets for sale and respond (.3); review new bid proposal (.1)	0.4	204.00
08-22-2006	R. Charles Follow up with Mr. D. Cooney of buyer 2 and Mr. M. Bloom for buyer 1 on sale issues (.2) ; read memos from Mr. B. Fasel, Mr. Bloom and Mr. Cooney on sale process (.2); read memo from Mr. Cooney and forward to Mr. Fasel for detail requested (.1); work with Mr. Burr on leads on competitors to purchase loan servicing business (.1); read memo from Ms. E. Karasik on pricing for servicing business (.1); skim buyer 4's offer to purchase (.1); work with Mr. D. Walker on valuation of the servicing business after reading his memo (.2); telephone call from Mr. Burr on same (.1); work on valuation analysis requested by Ms. Karasik and draft memo to Ms. Karasik with value of servicing rights (.7); work with Mr. Burr on pricing arguments (.1)	1.6	616.00
08-23-2006	R. Charles	0.4	154.00



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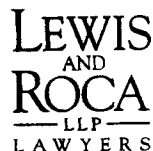
	Telephone call from Mr. T. Burr on follow up to Mesirow meetings on sale and related issues (.3); read revised balance sheet from Mr. Burr and recommend its use in sale negotiations (.1)		
08-24-2006	R. Charles Work on asset information for potential buyers (.1); read new Buyer 1 offer (.1)	0.2	77.00
08-25-2006	R. Charles Read memo from Mr. D. Cooley of buyer 2 on adjustments to assets for purposes of offer (.1); read memo from Ms. E. Karasik on servicing fee; read memo from Mr. T. Burr on Buyer 1 offer (.1); note receipt of Buyer 2 offer	0.2	77.00
08-28-2006	S. Freeman Review draft communication to potential buyer and mark my concerns for Mr. R. Charles	0.3	153.00
08-28-2006	S. Freeman Review bid summary by T. Burr (.1); conference call with A. Jarvis, T. Allison, R. Charles DTF committee re sale and plan issues (.8)	0.9	459.00
08-28-2006	R. Charles Re-read Buyer 2 offer (.1); read memo from Mr. D. Cooney on servicing offer (.1); work on memo analyzing the buyer 1 offer (.7); analyze the assets of USACM as to the offer and questions (.1); work with Mr. T. Burr and Ms. S. Freeman on response to buyer 1 and revise memo on the buyer 1 offer and forward to committees and debtors (.3); read memo from Ms. C. Pajak and read proposed revisions to Buyer 1 term sheet by FTDF Committee counsel (.2)	1.5	577.50
08-29-2006	S. Freeman Conference call with professionals for debtor and committees re sale issues (left early for hearing) (.9); respond to T. Burr e-mail re negotiations for committee on sale (.1); e-mails from M. Bloom and to and from R. Charles and T. Burr re sale negotiation (.1)	1.1	561.00
08-29-2006	R. Charles	3.2	1,232.00



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Read memo from Mr. T. Burr and read memo from Ms. S. Freeman on sale and pricing issues (.1); read memo from Mr. M. Bloom and work with Mr. T. Burr and Ms. S. Freeman on meeting with buyer (.1); conference call with Mr. M. Bloom, Mr. J. Cuticelli, Mr. M. Rabinowitz, and Mr. T. Burr on negotiating the buyer offer (1.2); draft memo to Mr. Cuticelli on USA Securities insurance policy (.1) ; telephone to Mr. T. Burr on buyer issues (.2) and draft memo to Mr. M. Bloom on counter to buyer offer (.3); draft memo to Mr. D. Cooley on response to buyer 2 offer (.3) ; return call to Mr. S. Kahn, Mr. D. Cooney, Mr. J. McCarroll of Buyer 2 (1.0) ; read memo from Mr. D. Monson on order concerning ordinary course releases (.1)

08-30-2006	S. Freeman Review T. Burr schedule re sale (.1); participate in committee meeting re sale (1.4)	1.5	765.00
08-30-2006	S. Freeman Read e-mail exchanges between prospective purchaser and Mr. R. Charles re sale issue	0.1	51.00
08-30-2006	S. Freeman Review new purchase offer and analysis to committee (.3); read e-mails from financial advisors to committees re issues in offer (.2)	0.5	255.00
08-30-2006	R. Charles Telephone call from Mr. S. Kahn for buyer 2 (.1); read memo from Mr. T. Burr to Mr. D. Cooley for buyer 2 on valuation argument (.1); telephone call from Mr. S. Kahn and Mr. C. Fortgang on buyer 2 issues (.2); analyze amended buyer 2 offer (.2) ; read memo from Mr. M. Tucker and word on bidder 2 offer issues (.3)	0.9	346.50
08-31-2006	R. Charles Read memo from Mr. M. Tucker on exit fees and related issues (.1); read memo from Mr. T. Allison on sale issues (.1); work on analysis and counter to buyer 2 offer before and after conferences with clients (.6)	0.8	308.00
08-31-2006	R. Charles	2.2	847.00



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Meeting with Mr. D. Walker, Ms. S. Freeman and Mr. T. Burr on alternatives concerning a counter offer to buyer 2 and issues on buyer 1 (.4); prepare for and meet with Mr. L. Rieger and Mr. D. Walker on sale issues and potential counter offer (1.3); work after call with Mr. Walker on sale and plan issues (.4); draft memo to subcommittee on sale alternative (.1)

TOTAL FOR TASK CODE B130	23.7	10,262.00
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B140 RELIEF FROM STAY PROCEEDINGS

08-02-2006	R. Charles Read memo from Ms. L. Davis continuing stay relief motion on Boise/Gowan due to potential repayment (1); note order on deadline for response to Hale Lane stay relief motion and draft memo to Ms. A. Jarvis and Mr. L. Schwartzner (.1)	0.2	77.00
08-04-2006	S. Freeman Review draft opposition to lift stay and e-mail Mr. R. Charles re recommendations (.2); e-mail to committee re same (.1)	0.3	153.00
08-04-2006	M. Schoenike Review e-mail and draft opposition to life stay motion (.2); prepare joinder in opposition to: Stay relief file by Weddell and Spectrum Financial, and Standard Property Stay Relief (.3)	0.5	90.00
08-15-2006	R. Charles Work on stay relief motions by Standard Property and Waddell for Wednesday hearings (.5); read direct lenders' joinder in Standard Properties stay relief motion (.1)	0.5	192.50
08-18-2006	R. Charles Draft memo to Ms. A. Jarvis and Mr. L. Schwartzner on an alternative to handle the Standard Property stay relief and litigation	0.2	77.00
TOTAL FOR TASK CODE B140		1.7	589.50

B150 MEETINGS OF CREDITORS

08-01-2006	S. Freeman Review draft minutes and edit (.3); evaluate approach to agenda items and recusals with Mr. R. Charles (.2)	0.5	255.00
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08-01-2006	R. Charles Work on agenda and minutes for the Committee's Wednesday meeting (.5); work with Ms. M. Schoenike on information for the committee's Wednesday meeting (.1)	0.6	231.00
08-01-2006	M. Schoenike Revise meeting notes, e-mail to Ms. S. Freeman and Mr. R. Charles (.5), prepare circulation version of minutes, e-mail to counsel for review (.3); respond to Mr. R. Charles, circulate Minutes of 7/19/06 meeting (.3); review Agenda for committee meeting (.4)	1.5	270.00
08-02-2006	S. Freeman Participate in committee meeting	2.3	1,173.00
08-02-2006	R. Charles Prepare for and participate in call with Committee	2.3	885.50
08-02-2006	M. Schoenike Committee Conference call	2.4	432.00
08-08-2006	S. Freeman Review and revise draft agenda for committee meeting tomorrow and e-mail Mr. R. Charles re proposed changes (.3); review and extensively revise draft minutes to delete privileged/individually identified entries (.8); telephone from Mr. R. Charles re meeting and re issues for committee meeting (.2)	1.6	816.00
08-08-2006	R. Charles Attend meetings with Debtors, Committees and professionals on overview of assets, claims, sale process and reorganization alternatives, and discussions during and after with parties, counsel and financial advisers	5.0	1,925.00
08-08-2006	R. Charles Work with Ms. S. Freeman in follow up to meetings with Debtors and all Committees	0.2	77.00
08-08-2006	R. Charles Work on report and agenda for the Committee's August 9 meeting (.5); work with Ms. Schoenike on minutes from August 2 committee meeting (.1)	0.6	231.00



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08-08-2006	M. Schoenike Work on Agenda for Committee Meeting , circulate to Committee Members (.3); edit notes of meeting, prepare, edit and finalize minutes (.9)	1.2	216.00
08-09-2006	S. Freeman Review materials for committee meeting (.3); participate in telephonic committee meeting (2.5)	2.8	1,428.00
08-09-2006	R. Charles Forward materials to the Committee from Mesirow after redacting (.1); work with Mr. D. Walker on meeting preparation (.1); work with Ms. S. Meskeil on materials for meeting (.1) ; prepare for and participate in Committees' meeting (2.2); telephone call from Mr. J. Bauer of the Committee (.1)	2.6	1,001.00
08-10-2006	R. Charles Read and respond to memo from Mr. R. Santwer on FA information and update on committee information and website	0.2	77.00
08-11-2006	R. Charles Work with Mr. Don Walker on loan summary and appraisal (.1); return call to Mr. E. Johnston (direct lender) (.1); draft memo to Mr. Walker on interim fees; work with Mr. Walker on the draft order on the distribution motion (.1)	0.3	115.50
08-12-2006	R. Charles Draft memo to committee members on interim fee applications	0.1	38.50
08-13-2006	R. Charles Read and respond to diverted principal lender inquiry (.2); read memo from Ms. P. Rieger on fees (.1)	0.2	77.00
08-14-2006	S. Freeman Review materials circulated for meeting (.2); discuss meeting and strategy with R. Charles (.2)	0.4	204.00
08-14-2006	R. Charles Work with Mr. Don Walker on scheduling	0.1	38.50
08-16-2006	R. Charles Read memo from Mr. R. Hagmaier and forward issues on the court call in system to counsel for Debtors (.1); work with Mr. Hagmaier on committee meeting	0.1	38.50



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08-17-2006	R. Charles Discussions with Mr. M. Levinson and Ms. L. Ernce after plan meetings (.2); work with Ms. M. Schoenike on committee meeting schedule; work with Ms. P. Rieger on claims against USAIP and insiders (.1); return call to Ms. A. Nounna (.2); work on meeting notes to Mr. Walker and Ms. Freeman (.2)	0.6	231.00
08-18-2006	S. Freeman Review draft minutes and agenda and revise	0.2	102.00
08-18-2006	R. Charles Draft agenda for Committee's August 21 meeting (.7); read memo from Mr. M. Yoder on his participation (.1); work with Ms. M. Schoenike on committee meeting arrangements (.1); read memo from Mr. R. Santwer and work on committee page (.1); work on minutes from the Committee's prior meeting (.4); follow up on changes from Ms. S. Freeman (.1); draft memo to committee with minutes, agenda and attachments (.1)	1.5	577.50
08-19-2006	R. Charles Draft memo to committee with meeting materials after reviewing and assembling attachments on interim fees, balance sheet and minutes (.2)	0.2	77.00
08-21-2006	S. Freeman Committee meeting by conference call	3.3	1,683.00
08-21-2006	R. Charles Prepare for and participate in committee call (2.3) and continue meeting after a short break (1.1) ; work with Ms. M. Schoenike on minutes and with Mr. R. Hagmaier on his participation (.1); call from Ms. S. Nounna on insurance (.1)	3.3	1,270.50
08-21-2006	M. Schoenike Respond to Mr. P. Merrifield re address for filing of proofs of claim (.2); review e-mail from Ms. K. Cooper, forward to Mr. R. Charles re response (.1)	0.3	54.00
08-23-2006	R. Charles Draft memo to committee on August 23 all committees meeting (.3); call with Mr. Burr and Mr. Walker on strategy following up meetings (1.1); call to Mr. Walker to follow up on USAIP issues (.1); work on memo to committee on today's meetings (.1)	1.5	577.50



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08-24-2006	R. Charles Work with Ms. M. Schoenike on an investor's inquiry about claims and interest (.1); finalize memo to committee on recent meeting (8/2) (.1); read memo from Ms. A. Nounna re committee issues (.1); update Ms. Freeman on developments (.1) (NC); return call to Mr. Mobin, a lender, on his claim (.1)	0.4	154.00
08-24-2006	M. Schoenike Letter to Mobin enclosing proof of claim form and instructions re filing	0.2	36.00
08-25-2006	R. Charles Work with Mr. Don Walker on review of offer and plan issues (.1); arrange meeting	0.1	38.50
08-26-2006	R. Charles Work with Mr. Don Walker, Ms. S. Freeman, and Mr. T. Burr on plan and sale issues (.8)	0.8	308.00
08-28-2006	S. Freeman Participate in debtor-committees call re sale plan and hearing issues	1.1	561.00
08-28-2006	R. Charles Call to Mr. D. Walker; work with Ms. P. Rieger on prepaid interest as an asset (.1); telephone call from Mr. J. Bauer re committee issue (.2)	0.3	115.50
08-29-2006	R. Charles Returned call to Marietta Bowman regarding her investments in the Funds (.2); draft memo to committee on meeting requested (.1) ; work with Mr. D. Walker on sale alternatives, plan and related issues (.3)	0.6	231.00
08-30-2006	R. Charles Telephone call from Mr. B. Russell on alternatives to be discussed at Committee meeting (.2); prepare for and participate in UCC meeting, and during that call work on language for continuing distribution order (1.6); telephone call from Mr. J. Bauer re committee issue (.1); telephone call from Ms. P. Rieger re committee issue (.1); work with Mr. J. Bonfiglio on a summary of the meeting (.1); draft memo to subcommittee on the amended buyer 2 offer (.1)	2.1	808.50



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08-31-2006	R. Charles Draft letter to Mr. and Mrs. Rieger on confidentiality (.1); read and respond to letter from Ms. Teeter on diverted principal and offset issues (.2); arrange subcommittee meeting (.2) (NO CHARGE); work with Ms. S. Nounna on meeting (.1) (NO CHARGE)	0.3	115.50
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TOTAL FOR TASK CODE B150	41.8	16,470.00
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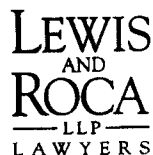
B160 FEE/EMPLOYMENT APPLICATIONS

08-01-2006	M. Schoenike Work on Certificate of Mailing for service of Reply in Support of Sierra Application	0.2	36.00
08-04-2006	M. Schoenike Respond to Mr. R. Charles re Order Authorizing Sierra Employment	0.2	36.00
08-07-2006	M. Schoenike Review Mr. Rob Charles e-mail and revised order authorizing Sierra employment (.1); e-mail to counsel re approval/disapproval of order authorizing employment (.2)	0.3	54.00
08-09-2006	R. Charles Work on order and circulate as to employment of Sierra	0.2	77.00
08-10-2006	S. Freeman Review and correct entry classifications for fee statements (2.5) (NO CHARGE); e-mails from and to other committees re fee statement procedures (.1)	0.1	51.00
08-10-2006	R. Charles Read memos from Mr. A. Landis, Mr. S. Strong, Mr. G. Garman, Mr. M. Levinson, Ms. C. Pajak on Sierra employment order and direct lodging with court	0.1	38.50
08-11-2006	S. Freeman Finalize interim fee statement and prepare cover letter	0.3	153.00
08-11-2006	R. Charles	0.4	154.00



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	Note entry of order approving Sierra employment; draft memo to Mr. T. Burr (.1); work on letter to counsel (.2); draft memo to Mr. A. Landis on draft, interim fee statement (.1); read memo from Mr. D. Walker on same		
08-19-2006	S. Freeman Review and mark allocation of timesheets by category	1.9	969.00
08-22-2006	S. Freeman Check and correct re allocation of time entries for fee statement	1.2	612.00
08-23-2006	R. Charles Draft application for reimbursement of expense incurred by counsel for the three committees in the document scanning and identification project	0.4	154.00
08-25-2006	S. Freeman Read A. Landis e-mail re concerns with fee statement and e-mail my thoughts on response and changes for fee application	0.2	102.00
08-25-2006	R. Charles Work on billing statements for July time and expense (.9); read memo from Ms. A. Jarvis and read memo from Mr. L. Schwartzer on circulation of July invoices (.1); read memo from Mr. A. Landis on U.S. trustee preliminary review (.1)	0.4	154.00
08-25-2006	R. Charles Work on fee statement for L and R fee application; draft memo to Ms. S. Freeman on revisions (.1); read memo from Ms. A. Landis and work with Ms. S. Freeman and Ms. M. Schoenike on U.S. Trustee concerns (.1)	0.2	77.00
08-25-2006	M. Schoenike Review Mr. A. Landis e-mail on review of fee statement (.2); review Lewis and Roca and Sierra invoice, e-mail to Mr. Rob Charles re Sierra breakdown (.2); letter to Mr. A. Landis enclosing monthly invoices (.2); e-mail to Mr. T. Burr re invoice breakdown (.3); work with accounting re fee application invoice, work on summary sheet (.6); confer with Ms. S. Freeman re revisions to invoice per U.S. Trustee's comments (.2); work on fee application (1.3)	3.0	540.00
08-28-2006	M. Schoenike	1.7	306.00



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E-mail to Mr. R. Charles re fee statement (.2); work on response to Mr. A. Landis re review of invoice (.2); work on fee application (1.3)

08-29-2006	S. Freeman Direct various changes to invoices and check e-mails to add to descriptions of my time per U.S. Trustee concerns	0.6	306.00
08-29-2006	M. Schoenike Follow up on revisions to invoice for fee application	0.2	36.00
08-30-2006	S. Freeman Revise draft fee application and direct further changes (1.3); letter to A. Landis responding to fee statement concerns (.4)	1.7	867.00
08-31-2006	R. Charles Read memo from Ms. S. Freeman re fee issue (.1); work on letter to Mr. A. Landis re fee issue (.1); work on fee application and with Ms. M. Schoenike on same (.5); work on declaration (.1)	0.8	308.00
08-31-2006	R. Charles Work on issue of Sierra fee application with Mr. T. Burr and Ms. M. Schoenike (.1); work on Lewis and Roca fee application (.4) and declaration in support (.1); work on letter to Mr. A. Landis on U.S. Trustee concerns (.1)	0.7	269.50
08-31-2006	M. Schoenike Review e-mails, work on Sierra Application for Compensation (.8); telephone from Mr. Rob Charles re revisions to Lewis and Roca Application, edit application, forward to Mr. Rob Charles (.5); work on edits to application, (1.0); draft declaration of Rob Charles in Support of the application (.5); telephone call to Mr. D. Walker re invoice review and authorization to file application (.2); work on filing, docket and service of application and declaration (.5); draft Certificate of Mailing of application and declaration (.2)	3.7	666.00

TOTAL FOR TASK CODE B160 18.5 5,966.00

B170 FEE/EMPLOYMENT OBJECTIONS

08-11-2006	R. Charles	0.3	115.50
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	Read memo from Ms. R. Beserra-McJimson with MFIM interim application (.1); read memo from Ms. A. Loraditch with Beckley interim application (.1); read memo from Mr. M. Levinson with Orrick statement (.1); read memo from Mr. G. Garman on Gordon & Silver interim fees (.1)		
08-12-2006	R. Charles Read memo from Ms. C. Pajak with Stutman and Alvarez invoices (.1); read memo from Mr. B. Kotter with Ray Quinney invoices (.1); read memo from Ms. C. Carlyon with Shea & Carlyon invoices (.1); work on summaries for the committee (1.5)	1.7	654.50
08-14-2006	R. Charles Review note supplement to fee application drafts and update summary for the committee	0.3	115.50
08-15-2006	S. Freeman Read emails regarding fee issues from R. Charles and committee member	0.1	51.00
08-21-2006	R. Charles Read memo from Mr. T. Burr and draft memo to Debtors' counsel on fee applications	0.1	38.50
08-22-2006	R. Charles Work with Ms. A. Jarvis on obtaining fee application data (.1); work on order for interim professional fee application procedures and compensation (.1); work with Mr. L. Schwartz on obtaining debtors' applications in electronic form (.1); work with Mr. T. Burr on applications for review by Sierra (.2)	0.4	154.00
08-24-2006	R. Charles Read memos from Ms. L. Ernce, C. Pajak, G. Garman, S. Strong, A. Jarvis and L. Schwartz on issue raised by Ms. C. Carlyon concerning filing fee statements with the court or simply circulating them	0.2	77.00
08-25-2006	S. Freeman Analyze direct lender attorneys' fees issue with M. Ruth and direct research re same	0.2	102.00
08-25-2006	M. Ruth Research re charging committee fees	4.8	960.00



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08-26-2006	M. Ruth Continue research re direct lender committee attorney's fees	7.0	1,400.00
08-28-2006	S. Freeman Analyze direct lender fees issues and research results with M. Ruth (.3); search for case analysis (.3); e-mail to M. Ruth re additional analysis and suggestions (.1)	0.7	357.00
08-28-2006	M. Ruth Additional research re attorney's fees for direct lender committee	3.2	640.00
08-29-2006	S. Freeman Read e-mail from M. Ruth re research results and request additional check re fee issue (.1); read supplemental research results (.1)	0.2	102.00
08-31-2006	M. Schoenike Review Gordon and Silver employment application, declarations, order re payment source as requested by Ms. S. Freeman, e-mail and telephone call to Ms. S. Freeman re same	0.4	72.00
TOTAL FOR TASK CODE B170		19.6	4,839.00

B180 AVOIDANCE ACTION ANALYSIS

08-02-2006	R. Charles Work on letter to Mr. T. Allison on demand as to fraudulent transfer actions on behalf of estate(.6) after discussions with Ms. S. Freeman (.1); read memo from Mr. Tucker on sale issues (.1)	0.7	269.50
08-10-2006	R. Charles Work on complaint to avoid fraudulent transfers relative to prepaid interest payments	1.2	462.00
08-11-2006	R. Charles Work on fraudulent transfer complaint, including analysis of prepaid interest vis a vis loan summary	1.2	462.00
08-14-2006	S. Freeman Work on revisions to draft fraudulent conveyance complaint	3.5	1,785.00



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08-14-2006	R. Charles Work on adversary complaint as to fraudulent transfers and with input from Ms. S. Freeman (.4); draft memo to Ms. A. Jarvis (.1)	0.5	192.50
08-15-2006	R. Charles Read memo from Ms. A. Jarvis and forward language for cover letter and draft complaint to Ms. Jarvis	0.1	38.50
08-17-2006	R. Charles Draft memo to Ms. A. Jarvis on letter to recipients of prepaid interest transfers and draft complaint	0.1	38.50
08-18-2006	R. Charles Read memo from Ms. A. Jarvis on cover letter with distributions on potential avoidance action (.1); draft memo to Mr. T. Burr on offset issue on prepaid interest claims (.1)	0.2	77.00
08-21-2006	S. Freeman Revise draft cover letter for distributions and forward to Mr. R. Charles after reviewing form of investor statement	0.2	102.00
08-21-2006	R. Charles Read memo from Ms. A. Jarvis and work on letter to accompany distributions (.2); read memo from Ms. S. Freeman and work on letter for Ms. A. Jarvis to accompany distributions (.1)	0.3	115.50
08-22-2006	R. Charles Read memo from Ms. A. Jarvis and approve letter to lenders on possible suit to recover prepaid interest as a fraudulent transfer	0.1	38.50
TOTAL FOR TASK CODE B180		8.1	3,581.00

B190 OTHER CONTESTED MATTERS

08-01-2006	M. Ruth Research re recoupment	4.8	960.00
08-02-2006	R. Charles Read memos from Ms. S. Freeman and Mr. R. McKirgan on issues for litigation meeting (.1); read memo from Mr. M. Ruth on Strumpf and related arguments (.1)	0.2	77.00



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08-02-2006	M. Ruth Continued research re recoupment	5.0	1,000.00
08-03-2006	S. Freeman Meeting with FTI to value IP assets, joined in part by R, Charles, T. Burr, M. Levinson, J. Jerrera in Las Vegas	5.0	2,550.00
08-03-2006	R. Charles Read memo from Mr. M. Ruth on distribution motion issues research (.2); prepare for and meet with Mr. M. Levinson, Mr. J. Herman, Mr. M. Tucker, Mr. T. Burr and Mr. R. McKirgan on USA Investment Partners, 10-90, Inc. and litigation issues (5.0)	5.2	2,002.00
08-03-2006	R. McKirgan Review opposition to motion to disburse and declaration of Mr. M. Tucker and prepare for meeting with counsel for Diversified committee (1.5); travel to Las Vegas for meeting and preparing on route (3.5); meeting with counsel for Diversified re potential IP litigation (2.8)	7.8	3,315.00
08-11-2006	S. Freeman Review draft order on distributions and R. Charles revised draft and email my comments (.2); Follow up emails with R. Charles and T. Burr on form of order and revision issues (.1)	0.3	153.00
08-11-2006	R. Charles Call to Mr. M. Levinson on investigation of the \$9 million issue, potential bar date and settlement ideas (.3); read memo from Mr. S. Strong and Debtors' draft order on distribution motion (.2); redraft order after reviewing the modifications proposed in Debtors' reply, declaration, in court, and Judge Riegler's ruling (.3); circulate redraft and obtain input from Ms. S. Freeman and Mr. T. Burr (.1); revise draft and circulate to counsel (.1); read memo from Mr. S. Strong; read memo from Mr. M. Levinson	1.0	385.00
08-14-2006	S. Freeman Emails regarding participation in meeting regarding IP issues (.1); review draft response to motion for payment of proceeds, revise and note cite needed (.3); draft insert for distribution cover letter regarding same and send for comment (.3)	0.7	357.00
08-14-2006	R. Charles	0.3	115.50



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	Telephone call from Mr. M. Tucker and Mr. M. Levinson on tracing of the \$9 million in the prepetition collection account		
08-14-2006	R. Charles Work on short response to Mr. LePome's motion as to the withheld prepaid interest	0.3	115.50
08-15-2006	S. Freeman Read several emails regarding interim distribution issues	0.1	51.00
08-16-2006	S. Freeman Emails from and to R. Charles regarding committee strategy on litigation	0.1	51.00
08-16-2006	R. Charles Work with Ms. C. Pajak on order as to the distribution motion	0.1	38.50
08-17-2006	R. Charles Work on order on distribution motion; telephone call from Mr. D. Harkey on servicing	0.2	77.00
08-19-2006	R. Charles Read filings by Kantor Group opposing Mr. LePome's motion to determine rights in withheld sums and opposing Debtors' request for holdbacks on continuing distributions	0.1	38.50
08-21-2006	R. Charles Read Debtors' opposition to motion to determine nature of temporarily withheld funds (.1); note changes proposed by Mr. M. Levinson on order and draft memo to Mr. Schwartzer on proposed language (.1); telephone call from Ms. C. Pajak on language in the proposed distribution order as well as on the continuing distributions issue (.2) ; work on language to the distribution order proposed by Mr. R. Kinas (.1); read memo from Mr. A. Landis re same (.1)	0.6	231.00
08-22-2006	S. Freeman Read e-mails re amendments to order on distribution of funds	0.1	51.00
08-22-2006	R. Charles	0.6	231.00



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Work on order concerning distributions, with input from Mr. S. Strong for an objecting creditor (.1); read Mesirow weekly collection report with memo from Mr. T. Burr (.1); read memo from Mr. R. LePome on the order on the distribution motion (.1) and review and approve revised order (.2); read memo from Ms. C. Pajak and read memo from Ms. L. Davis on order (.1); Work on order concerning distributions, with input from Mr. S. Strong for an objecting creditor (.1); read Mesirow weekly collection report with memo from Mr. T. Burr (.1); read memo from Mr. R. LePome on the order on the distribution motion (.1) and review and approve revised order (.2); read memo from Ms. C. Pajak and read memo from Ms. L. Davis on order (.1);

08-23-2006	R. Charles Read and respond to memo from Ms. P. Rieger on distribution order (.1); read memo from Ms. C. Pajak on proposed order for continuing distributions (.1); draft letter to Ms. Pajak and Ms. A. Jarvis on issues with continuing distributions order (.2); work on letter with proposal as to continuing distributions (.1)	0.5	192.50
08-24-2006	R. Charles Work on objection to continuing distribution aspect of the Distribution Motion (.5); work on language in distribution order with memo from Ms. J. Chubb (.1); return call to Ms. C. Pajak on continuing distributions issue (.3); read memo from Ms. Pajak, briefly look at Golden Plan argument and direct research (.3); read memo from Ms. A. Jarvis on the continuing distribution issue and our proposal (.1); note entry of order authorizing interim distribution (.1); draft memo to counsel on continuing distribution objection (.1)	1.4	539.00
08-29-2006	S. Freeman Review debtor's modified motion re monthly distributions and e-mail to Mr. R. Charles re issues raised	0.1	51.00
08-30-2006	S. Freeman Further revise draft from C. Pajak, redline and e-mail back to all parties with explanation (.3); telephone from C. Pajak re same (.2); review and evaluate further revisions and reply re reasons for approval (.2); compile additional materials for hearing and meetings tomorrow (.6)	1.3	663.00
08-30-2006	S. Freeman	0.6	306.00



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E-mail from Mr. M. Levinson re distribution order change, and further revise (.2); add changes from Mr. R. Charles (.1); redline and e-mail to all professionals re reasons for proposed changes to order (.2); e-mail from C. Pajak re changes to monthly distribution order (.1)

08-30-2006	R. Charles	1.0	385.00
	Read memo from Mr. B. Olson on issues raised in the order concerning ordinary course releases (.1); draft memo to Mr. D. Monson on same and additional issues and approving the order in concept (.2); read Debtors' Modification of motion as to continuing distributions and work with Ms. S. Freeman on proposed resolution of Committee's objections and the unresolved issues (.2); draft memo to Mr. Monson with draft order (.1); work with Mr. T. Burr on issues raised on the order approving distributions, sale and plan issues (.2); read memo from Mr. Burr on additional asset issues (.1); approve order on ordinary course dispositions (.1); note and forward objection by Ms. Cunningham to Ms. Freeman for the hearing on the continuing distribution issue (.1)		
08-31-2006	R. Charles	0.6	231.00
	Work on motion for approval of holdbacks from continuing distributions		
	TOTAL FOR TASK CODE B190	38.0	14,166.50

B195 NON-WORKING TRAVEL

08-03-2006	R. Charles	4.1	1,578.50
	Travel to Phoenix		
08-03-2006	R. Charles	1.5	577.50
	Travel to Las Vegas for meetings and hearings		
08-04-2006	R. Charles	2.6	1,001.00
	Return from Las Vegas		
08-05-2006	R. Charles	2.5	962.50
	Travel to LA for meeting		
08-08-2006	R. Charles	3.2	1,232.00
	Travel from Pasadena to Stutman Treister offices (.7); return to Tucson (2.5)		



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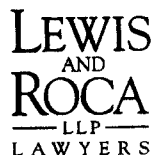
08-12-2006	R. Charles Arrange travel; draft memo to Mr. Marc Levinson (NC)	0.3	115.50
08-15-2006	R. Charles Travel to LV	3.0	1,155.00
08-17-2006	R. Charles Return to Tucson	3.0	1,155.00
TOTAL FOR TASK CODE B195		20.2	7,777.00

B210 BUSINESS OPERATIONS

08-22-2006	R. Charles Skim operating reports for each of the five debtors, particularly USACM, for July, particularly as to loan collections, accruing payables, and operating losses (.2)	0.2	77.00
TOTAL FOR TASK CODE B210		0.2	77.00

B310 CLAIMS ADMIN/OBJECTIONS

08-02-2006	M. Schoenike Review schedules, respond to Dr. Goldworth re scheduled amount of claim	0.3	54.00
08-17-2006	S. Freeman Direct M. Schoenike regarding reconciliation of claims	0.1	51.00
08-17-2006	M. Schoenike Begin work on analysis of schedules to claims filed	1.1	198.00
08-18-2006	M. Schoenike Continue working on analysis of schedules to claims, including obtaining proofs of claims	1.3	234.00
08-21-2006	M. Schoenike Review assignment of claims	0.3	54.00
08-22-2006	M. Schoenike Continue working on claims analysis	0.5	90.00



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08-24-2006	M. Schoenike Work on schedule v. claim analysis (1.0); meeting with Ms. M. Lilly re problem with Excel document, work on edit and reformatting of schedule v. claims analysis (2.3)	3.3	594.00
08-28-2006	M. Schoenike Work on claims analysis and reconciliation to claims (2.8), e-mail to Ms. S. Freeman and Mr. R. Charles re status (.2)	3.0	540.00
08-29-2006	M. Schoenike Meet with Ms. M. Lilly re edits to schedule v claims analysis (.4); work on proof of analysis chart (1.2)	1.6	288.00
08-30-2006	M. Schoenike Review proofs of claim, identify basis of claim for claims analysis	3.6	648.00
TOTAL FOR TASK CODE B310		15.1	2,751.00

B320 PLAN/DISCLOSURE STATEMENT

08-09-2006	R. Charles Read proposed stipulation and order for extension of plan exclusivity (.1); read memo from Mr. A. Landis and call him on the issue (.2); telephone call from Mr. J. Gordon on same (.4); read memo from Mr. S. Strong and approve revised stipulated order on plan exclusivity	0.7	269.50
08-10-2006	R. Charles Work with Mr. S. Strong, Ms. C. Carlyon and Mr. G. Gordon on order briefly extending Debtors' exclusivity period (.1); read memo from Ms. C. Pajak on "one time without our consent" language (.1); work with Mr. S. Strong on change requested by FTDF and Direct Lenders (.1); read and approve revised stipulation (.1)	0.3	115.50
08-11-2006	R. Charles Read memo from Mr. A. Landis on exclusivity order after noting entry of interim order	0.1	38.50
08-14-2006	R. Charles	0.4	154.00



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	Work with Ms. S. Freeman on structuring sale and plan issues for meetings in Las Vegas (.3); read memo from Mr. M. Levinson re same (.1)		
08-16-2006	S. Freeman Emails regarding plan meeting issues (.1); Telephone from R. Charles regarding same and conversations in Las Vegas regarding plan (.1)	0.2	102.00
08-16-2006	R. Charles Meet with Mr. M. Levinson and Ms. L. Ernce re plan	1.0	385.00
08-16-2006	R. Charles Meet with Ms. A. Jarvis, Ms. S. Smith, Mesirow, Mr. M. Levinson and Ms. L. Ernce on plan and settlement issues (1.0) and discuss after with Mr. Levinson and Ms. Ernce (.3)	1.3	500.50
08-16-2006	R. Charles Correspond on plan meeting arrangements (.1); discuss plan alternatives with Mr. M. Levinson (.1); read memos from Ms. Jarvis and Mr. Levinson re plan issues (.1)	0.2	77.00
08-17-2006	S. Freeman Evaluate plan issues with R. Charles	0.5	255.00
08-17-2006	R. Charles Work with Ms. S. Freeman on plan alternatives, discussion and settlement ideas and follow up from hearings and meetings	0.5	192.50
08-17-2006	R. Charles Prepare for and meet with Debtors, Mesirow, Diversified counsel, chair and FTI, FTD Fund counsel and chair, Direct Lenders' counsel and chair, Mr. D. Walker and Mr. T. Burr on plan alternatives and settlement	3.4	1,309.00
08-18-2006	S. Freeman Review notes of Mr. R. Charles and T. Burr materials in Las Vegas re plan negotiations and respond with my thoughts on same	0.2	102.00
08-21-2006	R. Charles Telephone call from Mr. M. Levinson on discussions concerning USAIP, plan, sale and related issues (.2)	0.2	77.00
08-23-2006	R. Charles	1.0	385.00



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Work on plan issues outline

08-24-2006	R. Charles Read memo from Ms. E. Karasik and skim plan term sheet proposal (.2); work with Mr. M. Levinson on settlement and plan issues and related topics (.4)	0.6	231.00
08-25-2006	S. Freeman E-mails re call on plan terms and review draft plan outline from FJDF and memos re same (.6); discuss plan strategy issues with Mr. R. Charles (.2)	0.8	408.00
08-25-2006	R. Charles Read exchange of emails by Mr. A. Landis, Mr. S. Strong on plan exclusivity (.1); draft memo to Ms. A. Jarvis on plan issues (.1); telephone call from Mr. Strong and Ms. A. Jarvis (.2); telephone call from Ms. C. Carlyon (.2)	0.6	231.00
08-26-2006	S. Freeman Review plan materials (.7); call with Mr. R. Charles, D. Walker and T. Burr re strategy on plan (.8)	1.5	765.00
08-27-2006	R. Charles Read memo from Mr. S. Strong on plan negotiations (.1); work on plan term sheet (.6)	0.7	269.50
08-28-2006	S. Freeman Analyze plan issues with Mr. R. Charles (.4); call with Mr. R. Charles and Mr. M. Levinson re plan issues (.3)	0.7	357.00
08-28-2006	S. Freeman Analyze plan issues with Mr. R. Charles (.3); e-mails from T. Burr, R. Charles re plan issues (.2)	0.5	255.00
08-28-2006	S. Freeman Review draft plan term sheet and mark my suggested changes (.8); conference call to discuss plan issues with direct lenders committee counsel and Mr. R. Charles (1.1)	1.9	969.00
08-28-2006	R. Charles	4.7	1,809.50



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Work on revisions to Ms. E. Karasik's term sheet (1,1); read memo from Mr. S. Strong; work with Ms. S. Freeman on plan issues (.3); work with Mr. M. Levinson on plan issues with Ms. Freeman (.3); telephone to Mr. D. Walker and draft memo to Ms. T. Burr on all committees call (.1); prepare for and participate in the all committees and debtors call re plan (1.2); read memo from Mr. G. Garman re plan (.1); read memo from Mr. M. Levinson and read memo from Mr. M. Tucker on plan meeting (.1); negotiate with Mr. G. Garman, Mr. G. Gordon, with Ms. Freeman on plan issues generally and then specifically on the continuing distribution motion (1.1); work on revisions to proposed plan term sheet and work with Ms. Freeman on issues (.3); work on memo to Diversified counsel and financial advisers and continue to revise term sheet, circulate with a redline (.3); read memo from Mr. S. Strong on communication with Debtors on plan and read memo from Ms. M. Levinson and read memo from Ms. Freeman on same (.1)

08-28-2006	R. Charles Meeting with Mr. T. Allison, Ms. A. Jarvis, Ms. S. Freeman, Mr. S. Strong on sale and plan issues	0.6	231.00
08-29-2006	S. Freeman Brief review of FTDF mark-up of sale offers (.1); conference call with Diversified re plan issues (1.1)465	1.2	612.00
08-29-2006	R. Charles Draft memo to Mr. Marc Levinson et al on meeting (.1); meet with Mr. Levinson, Mr. J. Hermanson, Mr. M. Tucker for Diversified, and Ms. S. Freeman on plan and sale negotiations (.5); work with Ms. S. Freeman on meetings with Diversified, then all committees and debtors, on sale and plan issues (.4); draft memo to Ms. E. Karasik on plan term sheet (.1); return call to Ms. A. Jarvis; prepare for and participate in meeting with all committees' and debtors' professionals on plan (.9)	2.0	770.00
08-30-2006	R. Charles Begin reading of Debtors' plan (.5); read memo from Ms. E. Karasik and work on "ride through" issue, briefly research using Westlaw and work on quick note to Ms. Karasik on the option (.2); telephone call from Mr. M. Levinson for Diversified on plan, sale and related issues (.2); call and draft memo to Mr. A. Landis with Mr. S. Strong on exclusivity (.1); read and approve stipulated order on exclusivity (.1); read memos from Mr. Strong, Mr. Landis, Ms. Karasik and Mr. Levinson and reach out to Mr. Landis on exclusivity issue (.3)	1.3	500.50



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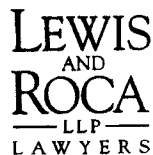
08-31-2006	R. Charles	0.2	77.00
	Read memo from Mr. A. Landis and read memo from Mr. S. Farrow and communications with counsel for debtors and committees on stipulation to extend plan exclusivity two weeks, bridge order and expediting the hearing (.2)		

TOTAL FOR TASK CODE B320	27.3	11,448.00
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TOTAL FEES	\$102,534.50
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ADVANCES

08-01-2006	Postage	69.30
08-01-2006	Westlaw	28.87
08-01-2006	Westlaw	82.00
08-01-2006	Westlaw	406.82
08-01-2006	Westlaw	16.06
08-01-2006	Westlaw	357.79
08-01-2006	Westlaw	60.66
08-01-2006	Westlaw	573.91
08-01-2006	Westlaw	77.44
08-01-2006	Photocopying	154.00
08-01-2006	Photocopying	3.60
08-01-2006	Long Distance Telephone 1(702)471-7432 5891	0.99
08-01-2006	Long Distance Telephone 1(916)329-4910 4427	0.99
08-02-2006	Westlaw	10.17
08-02-2006	Westlaw	28.87
08-02-2006	Westlaw	256.72
08-02-2006	Westlaw	171.78
08-02-2006	Westlaw	65.24
08-02-2006	Westlaw	185.49
08-02-2006	Westlaw	2,078.93
08-02-2006	Westlaw	109.48
08-02-2006	Westlaw	677.35
08-02-2006	Westlaw	153.31
08-02-2006	Westlaw	95.20
08-02-2006	Westlaw	98.56
08-02-2006	Westlaw	5.59
08-02-2006	Meeting Expense - - VENDOR: Jason's Deli Lunch for meeting per Rob Charles with Diversified professionals	85.74



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08-02-2006	Long Distance Telephone 1(801)532-1500 5756	1.98
08-02-2006	Long Distance Telephone 1(602)790-4778 4427	1.98
08-03-2006	Other Disbursements - - VENDOR:A+ Conferencing 46533.1 conf. call	205.20
08-03-2006	Photocopying	5.80
08-03-2006	Photocopying	1.60
08-03-2006	Photocopying	1.40
08-03-2006	Photocopying	25.00
08-03-2006	Photocopying	3.60
08-03-2006	Long Distance Telephone 1(602)744-7144 8387	1.98
08-03-2006	Long Distance Telephone 1(602)744-7101 8277	18.81
08-03-2006	Long Distance Telephone 1(602)744-7101 8387	66.33
08-04-2006	Photocopying	4.40
08-07-2006	Delivery - UPS - - VENDOR: Worldwide Express Inv. 17319804456	17.85
08-08-2006	Photocopying	3.60
08-08-2006	Long Distance Telephone 1(520)349-0737 5756	0.36
08-08-2006	Travel Expenses by R. McKirgan on 08/03/06 for Travel to Las Vegas for meeting with counsel for Diversified	291.61
08-09-2006	Long Distance Telephone 1(203)542-4026 5756	0.99
08-09-2006	Long Distance Telephone 1(602)424-7007 4427	0.36
08-09-2006	Long Distance Telephone 1(702)388-6600 4427	1.98
08-10-2006	Other Disbursements - - VENDOR:A+ Conferencing 46533.1 conf. call	224.76
08-11-2006	Long Distance Telephone 1(916)329-4910 4427	16.83
08-11-2006	Long Distance Telephone 1(925)200-2977 4427	1.98
08-11-2006	Long Distance Telephone 1(801)323-3321 4427	0.99
08-11-2006	Long Distance Telephone 1(310)228-5660 5756	3.96
08-14-2006	Long Distance Telephone 1(916)329-4910 4427	0.99
08-15-2006	Travel Expense - - VENDOR: Robert M. Charles, Jr. Trv/Las Vegas, NV to attend hearings and meetings 8/3-4/06 165	426.48
08-15-2006	Photocopying	1.40
08-15-2006	Long Distance Telephone 1(203)542-4026 8332	0.99
08-16-2006	Long Distance Telephone 1(310)228-5705 8332	1.98
08-17-2006	Photocopying	0.20
08-17-2006	Long Distance Telephone 1(702)217-8599 4427	9.90
08-17-2006	Long Distance Telephone 1(602)418-2906 4427	0.36
08-17-2006	Long Distance Telephone 1(949)276-6201 4427	0.99
08-18-2006	Photocopying	1.20
08-18-2006	Long Distance Telephone 1(305)579-0537 4427	14.85
08-22-2006	Travel Expense - - VENDOR: Robert M. Charles, Jr. Travel/Los Angeles, CA for meetings in USA Capital 8/5-8/06 165	342.93
08-22-2006	Other Disbursements - - VENDOR: Bridge City Legal, Inc. 46533.1 - scanning of Susan Smith's loan books/binders - FTDF loans and electronic numbering - 1/3 of invoice	623.53



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08-22-2006	Other Disbursements - - VENDOR: Bridge City Legal, Inc. 46533.1 DVD duplication - 1/3 of invoice	26.30
08-22-2006	Other Disbursements - - VENDOR:A+ Conferencing 46533.1 conf. call	292.32
08-22-2006	Photocopying	1.40
08-22-2006	Photocopying	0.20
08-22-2006	Photocopying	1.00
08-22-2006	Delivery - UPS - - VENDOR: Worldwide Express Inv. 17526460556	16.25
08-22-2006	Long Distance Telephone 1(972)719-2564 4427	3.96
08-22-2006	Long Distance Telephone 1(702)250-3638 4427	10.89
08-23-2006	Long Distance Telephone 1(916)329-4910 4427	4.95
08-23-2006	Long Distance Telephone 1(702)250-3638 4427	70.29
08-23-2006	Long Distance Telephone 1(702)942-2306 4427	68.31
08-23-2006	Long Distance Telephone 1(916)329-4910 4427	32.67
08-23-2006	Long Distance Telephone 1(702)250-3638 4427	2.97
08-24-2006	Travel Expense - - VENDOR: Robert M. Charles, Jr. Trv/Las Vegas to prepare for attend hearings and meetings 8/15-17/06 165	685.70
08-24-2006	Postage	42.90
08-24-2006	Photocopying	3.20
08-24-2006	Photocopying	88.00
08-24-2006	Photocopying	14.00
08-24-2006	Photocopying	35.60
08-24-2006	Long Distance Telephone 1(702)734-8549 4427	5.94
08-24-2006	Long Distance Telephone 1(310)228-5790 4427	13.86
08-24-2006	Long Distance Telephone 1(916)329-4910 4427	0.99
08-24-2006	Facsimile Document 1(1702)385-7875	2.00
08-25-2006	Fedex	20.10
08-25-2006	Service of Process - - VENDOR: Hawkins & E-Z Messenger Legal-Support Providers, LLC	6.00
08-25-2006	Photocopying	0.20
08-25-2006	Photocopying	23.20
08-25-2006	Photocopying	0.60
08-25-2006	Photocopying	17.40
08-25-2006	Photocopying	1.20
08-25-2006	Photocopying	1.00
08-28-2006	Outside Professional Services - - VENDOR:PACER Service Center	0.96
08-28-2006	Outside Professional Services - - VENDOR:PACER Service Center	0.16
08-28-2006	Outside Professional Services - - VENDOR:PACER Service Center	0.32
08-28-2006	Outside Professional Services - - VENDOR:PACER Service Center	33.92
08-28-2006	Outside Professional Services - - VENDOR:PACER Service Center	10.32
08-28-2006	Outside Professional Services - - VENDOR:PACER Service Center	2.72
08-28-2006	Outside Professional Services - - VENDOR:PACER Service Center	37.04
08-28-2006	Outside Professional Services - - VENDOR:PACER Service Center	19.68



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08-28-2006	Other Disbursements - - VENDOR:A+ Conferencing 46533.1 conf. call	18.72
08-28-2006	Westlaw	29.16
08-28-2006	Westlaw	82.94
08-28-2006	Westlaw	849.31
08-28-2006	Westlaw	166.76
08-28-2006	Westlaw	325.68
08-28-2006	Westlaw	49.28
08-28-2006	Westlaw	8.70
08-28-2006	Photocopying	15.40
08-29-2006	Westlaw	23.90
08-29-2006	Westlaw	67.77
08-29-2006	Westlaw	669.48
08-29-2006	Westlaw	337.44
08-29-2006	Westlaw	18.12
08-29-2006	Westlaw	46.24
08-29-2006	Westlaw	21.12
08-29-2006	Long Distance Telephone 1(602)424-7007 4427	2.52
08-29-2006	Long Distance Telephone 1(801)532-1500 4427	0.99
08-29-2006	Long Distance Telephone 1(972)719-2564 4427	1.98
08-29-2006	Long Distance Telephone 1(203)542-4026 4427	57.42
08-30-2006	Westlaw	59.16
08-30-2006	Westlaw	4.12
08-30-2006	Westlaw	11.67
08-30-2006	Westlaw	143.37
08-30-2006	Westlaw	2.48
08-30-2006	Westlaw	118.93
08-30-2006	Westlaw	14.08
08-30-2006	Photocopying	6.80
08-30-2006	Long Distance Telephone 1(775)746-1439 5314	0.99
08-30-2006	Long Distance Telephone 1(503)344-3733 5314	1.98
08-30-2006	Long Distance Telephone 1(702)796-5555 4427	6.93
08-30-2006	Long Distance Telephone 1(602)790-4778 4427	0.36
08-30-2006	Long Distance Telephone 1(801)323-3321 4427	3.96
08-30-2006	Long Distance Telephone 1(702)388-6629 4427	1.98
08-31-2006	Other Disbursements - - VENDOR:A+ Conferencing 46533.1 conf. call	117.48
08-31-2006	Postage	95.70
08-31-2006	Westlaw	4.43
08-31-2006	Westlaw	12.64
08-31-2006	Westlaw	127.20
08-31-2006	Westlaw	3.08
08-31-2006	Westlaw	7.04
08-31-2006	Photocopying	47.40



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08-31-2006	Photocopying	250.80
08-31-2006	Photocopying	0.20
08-31-2006	Photocopying	3.20
08-31-2006	Photocopying	4.80
08-31-2006	Long Distance Telephone 1(702)228-7590 5314	2.97
08-31-2006	Long Distance Telephone 1(702)228-7590 5314	3.96
08-31-2006	Long Distance Telephone 1(702)250-3638 5314	1.98

TOTAL ADVANCES \$ 13,635.35

TIMEKEEPER SUMMARY BY TASK

Timekeeper	Billed Per Hour	Hours Billed	Billed Amount
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TASK CODE B110 CASE ADMINISTRATION

S. Freeman	510.00	10.1	5,151.00
R. Charles	385.00	37.4	14,399.00
M. Schoenike	180.00	19.2	3,456.00
N. Tanner	160.00	1.5	240.00
C. Jordan	55.00	6.1	335.50

TOTAL FOR TASK CODE B110 74.3 23,581.50

TASK CODE B120 ASSET ANALYSIS/RECOVERY

S. Freeman	510.00	0.2	102.00
R. Charles	385.00	2.4	924.00
S. Meskell	0.00	6.4	0.00

TOTAL FOR TASK CODE B120 9.0 1,026.00

TASK CODE B130 ASSET DISPOSITION



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S. Freeman	510.00	9.1	4,641.00
R. Charles	385.00	14.6	5,621.00
TOTAL FOR TASK CODE B130		23.7	10,262.00

TASK CODE B140 RELIEF FROM STAY PROCEEDI

S. Freeman	510.00	0.3	153.00
R. Charles	385.00	0.9	346.50
M. Schoenike	180.00	0.5	90.00
TOTAL FOR TASK CODE B140		1.7	589.50

TASK CODE B150 MEETINGS OF CREDITORS

S. Freeman	510.00	12.2	6,222.00
R. Charles	385.00	24.0	9,240.00
M. Schoenike	180.00	5.6	1,008.00
TOTAL FOR TASK CODE B150		41.8	16,470.00

TASK CODE B160 FEE/EMPLOYMENT APPLICATIO

S. Freeman	510.00	6.0	3,060.00
R. Charles	385.00	3.2	1,232.00
M. Schoenike	180.00	9.3	1,674.00
TOTAL FOR TASK CODE B160		18.5	5,966.00

TASK CODE B170 FEE/EMPLOYMENT OBJECTIONS



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S. Freeman	510.00	1.2	612.00
R. Charles	385.00	3.0	1,155.00
M. Ruth	200.00	15.0	3,000.00
M. Schoenike	180.00	0.4	72.00

TOTAL FOR TASK CODE B170 19.6 4,839.00

TASK CODE B180 AVOIDANCE ACTION ANALYSIS

S. Freeman	510.00	3.7	1,887.00
R. Charles	385.00	4.4	1,694.00

TOTAL FOR TASK CODE B180 8.1 3,581.00

TASK CODE B190 OTHER CONTESTED MATTERS

S. Freeman	510.00	8.3	4,233.00
R. Charles	385.00	12.1	4,658.50
R. McKirgan	425.00	7.8	3,315.00
M. Ruth	200.00	9.8	1,960.00

TOTAL FOR TASK CODE B190 38.0 14,166.50

TASK CODE B195 NON-WORKING TRAVEL

R. Charles	385.00	20.2	7,777.00
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TOTAL FOR TASK CODE B195 20.2 7,777.00

TASK CODE B210 BUSINESS OPERATIONS

R. Charles	385.00	0.2	77.00
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TOTAL FOR TASK CODE B210 0.2 77.00



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TASK CODE B310 CLAIMS ADMIN/OBJECTIONS

S. Freeman	510.00	0.1	51.00
M. Schoenike	180.00	15.0	2,700.00

TOTAL FOR TASK CODE B310 15.1 2,751.00

TASK CODE B320 PLAN/DISCLOSURE STATEMENT

S. Freeman	510.00	7.5	3,825.00
R. Charles	385.00	19.8	7,623.00

TOTAL FOR TASK CODE B320 27.3 11,448.00

TOTAL ALL TASKS 297.5 102,534.50



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TIMEKEEPER SUMMARY

Timekeeper	Billed Per Hour	Hours Billed	Billed Amount
S. Freeman	510.00	58.7	29,937.00
R. Charles	385.00	142.2	54,747.00
R. McKirgan	425.00	7.8	3,315.00
M. Ruth	200.00	24.8	4,960.00
C. Jordan	55.00	6.1	0.00
M. Schoenike	180.00	50.0	9,000.00
S. Meskell	0.00	6.4	0.00
N. Tanner	160.00	1.5	240.00
Total all Timekeepers		297.5	\$ 102,199.00



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ADVANCE SUMMARY

Description	Amount
Travel Expense	1,455.11
Federal Express	20.10
Service of Process	6.00
Outside Professional Services	105.12
Other Disbursements	1,508.31
Postage	207.90
Westlaw Computer Research	8,744.34
Meeting Expense	85.74
Delivery - UPS	34.10
Long Distance Telephone	453.42
Facsimile Document	2.00
Travel Expenses	291.61
Photocopying	721.60
Total Advances	\$ 13,635.35

TOTAL FEES AND ADVANCES \$115,834.35

DUE AND PAYABLE UPON RECEIPT